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Attorneys for Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

DORIS STAEHR, Derivatively On Behalf of
 THE CLOROX COMPANY,

Plaintiff,

v.

FRANK A. TATASEO, LAWRENCE S.
 PEIROS, GEORGE C. ROETH, STEVEN S.
 SILBERBLATT, KEITH R. TANDOWSKY,
 GREGORY S. FRANK, WAYNE L. DELKER,
 DANIEL J. HEINRICH, LAURA STEIN,
 WARWICK EVERY-BURNS, LARY R. SCOTT,
 GARY G. MICHAEL, DANIEL BOGGAN, JR.,
 TULLY M. FRIEDMAN, ROBERT W.
 MATSCHULLAT, JAN L. MURLEY,
 MICHAEL E. SHANNON, CAROLYN M.
 TICKNOR, PAMELA THOMAS GRAHAM,
 GEORGE J. HARAD, G. CRAIG SULLIVAN,
 GERALD E. JOHNSTON, WILLIAM F.
 AUSFAHL, JOHN W. COLLINS, ANTHONY
 W. BIEBL, JANET M. BRADY, KAREN M.
 ROSE, RICHARD T. CONTI,
 [Caption continued on following page],

DERIVATIVE ACTION

Case No. C-06-7370-MJJ

**STIPULATION AND
 [PROPOSED] ORDER
 EXTENDING TIME FOR (1)
 PLAINTIFF TO OPPOSE THE
 CLOROX COMPANY'S MOTION
 TO DISMISS AND (2) THE
 INDIVIDUAL DEFENDANTS TO
 RESPOND TO PLAINTIFF'S
 AMENDED SHAREHOLDER
 DERIVATIVE COMPLAINT**

Judge: Honorable Martin J. Jenkins
 Dept: Courtroom 11, 19th Floor

1 GLENN R. SAVAGE, DAVID G. MATZ,
2 SCOTT A. WEISS, SCOTT D. HOUSE,
3 DANIEL G. SIMPSON, PETER D. BEWLEY,
4 EDWARD A. CUTTER, PAMELA FLETCHER,
5 C. A. WOLFE, EDWARD L. SCARFF, DEAN O.
6 MORTON, CHRISTOPH HENKEL, URSULA
7 FAIRCHILD, FORREST N. SHUMWAY,
8 JAMES A. VOHS, JUERGEN MANCHOT,
9 JOCHEN KRAUTTER, KLAUS MORWIND,
10 ELAINE L. CHAO, WILLIAM R. JOHNSON,
11 and DOES 1-25, inclusive,

Defendants,

-and-

THE CLOROX COMPANY, a Delaware
Corporation,

Nominal Defendant.

STIPULATION

Pursuant to Civil Local Rules 6-1, 6-2, 7-12, and paragraph 7 of the Court's Standing Order, Plaintiff Doris Staehr, Nominal Defendant The Clorox Company ("Clorox"), and the other defendants who have been served to date, which include, Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe ("Individual Defendants"), hereby stipulate as follows:

1. On November 3, 2006, Plaintiff filed her Amended Shareholder Derivative Amended Complaint (the "Amended Complaint"), which was removed to this Court on December 1, 2006. *Eth Declaration*. ¶ 2.¹

2. In her Amended Complaint, Plaintiff asserts derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 3.

3. On December 22, 2006, Clorox moved to dismiss the Amended Complaint pursuant to Federal Rules of Civil Procedure 23.1 and 41(b), approximately one month before the January 19, 2007 response deadline established by the parties' stipulation, which this Court granted on December 6, 2006. *Id.* ¶ 4.

¹ Citations to the "Eth Declaration" are to the Declaration of Jordan Eth (*see* Docket Item No. 14) that is being filed concurrently with and in support of this Stipulation pursuant to the requirements of the Court's Standing Order.

1 4. The parties have met and conferred and agree that it will promote efficient and
2 orderly administration of justice if the time allowed for Plaintiff to oppose Clorox's motion to
3 dismiss is extended. *Id.* ¶ 5.

4 5. The parties further agree that it will promote the efficient and orderly
5 administration of justice if the Individual Defendants are not required to respond to the Amended
6 Complaint unless and until after the Court makes the threshold determinations that demand on the
7 Clorox's Board of Directors (the "Board") is excused and Plaintiff has standing pursuant to
8 Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox
9 against the Individual Defendants. *Id.* ¶ 6.

10 6. In light of the unique circumstances of this case, the parties further agree that these
11 scheduling adjustments make sense.

12 7. By entering into this Stipulation, the Specially-Appearing defendants do not
13 waive, and expressly reserve, any jurisdictional defenses that they may have.

14 THEREFORE, the parties hereby stipulate, subject to the Court's approval, that:

15 1. Plaintiff shall file her opposition brief to Clorox's motion to dismiss, if any, on or
16 before February 16, 2007.

17 2. Clorox shall file its reply brief on or before March 9, 2007.

18 3. The hearing on Clorox's motion to dismiss shall be reset from February 13, 2007
19 to March 27, 2007, at 9:30 a.m., or as soon thereafter as convenient for the Court.

20 4. The Individual Defendants shall not be required to respond to the Amended
21 Complaint (or further amended complaint) unless and until thirty days after the Court makes the
22 threshold determinations that demand on the Board is excused and Plaintiff has standing pursuant
23 to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox
24 against the Individual Defendants.

1 Dated: January 10, 2007

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Fax: (415) 268-7522

5 By: /s/ Jordan Eth [e-filing signature]

6 Attorneys for Nominal Defendant The Clorox
7 Company; Defendants Daniel Boggan, Jr., Richard
8 T. Conti, Tully M. Friedman, Daniel J. Heinrich,
9 Gerald E. Johnston, Robert W. Matschullat, Dean
10 O. Morton, Lawrence S. Peiros, Karen M. Rose,
11 Lary R. Scott, G. Craig Sullivan, and Carolyn M.
12 Ticknor; and Specially Appearing Defendants
13 William F. Ausfahl, Peter Bewley, Anthony W.
14 Biebl, Janet M. Brady, John W. Collins, Edward A.
15 Cutter, Wayne Delker, Warwick Every-Burns, Pam
16 Fletcher, Gregory Frank, George J. Harad,
17 Christoph Henkel, William R. Johnson, David
18 Matz, Gary G. Michael, Klaus Morwind, Jan L.
19 Murley, George C. Roeth, Glenn Savage, Edward
20 L. Scarff, Michael E. Shannon, Forest N.
21 Shumway, Daniel G. Simpson, Laura Stein, Frank
22 Tataseo, Pamela Thomas-Graham, James A. Vohs,
23 Scott Weiss, and C.A. Wolfe

16 DATED: January 10, 2007

ROBBINS UMEDA & FINK, LLP
610 West Ash Street, Suite 1800
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Telephone: (619) 525-3990
Fax: (619) 525-3991

21 By: /s/ Marc M. Umeda [e-filing signature]

22 Attorneys for Plaintiff

~~PROPOSED~~ ORDER

On the stipulation of the parties, and good cause appearing,

IT IS SO ORDERED this 12th Day of January, 2007.



Honorable Martin J. Jenkins
UNITED STATES DISTRICT COURT JUDGE

ECF ATTESTATION

I, Mark Foster, am the ECF User whose ID and Password are being used to file this:

**STIPULATION AND [PROPOSED] ORDER EXTENDING TIME FOR (1)
PLAINTIFF TO OPPOSE THE CLOROX COMPANY'S MOTION TO DISMISS
AND (2) THE INDIVIDUAL DEFENDANTS TO RESPOND TO PLAINTIFF'S
AMENDED SHAREHOLDER DERIVATIVE COMPLAINT**

In compliance with General Order 45, X.B., I hereby attest that Jordan Eth and Marc M. Umeda have concurred in this filing.

DATED: January 10, 2007

MORRISON & FOERSTER LLP

By: /s/ Mark Foster [e-filing signature]